
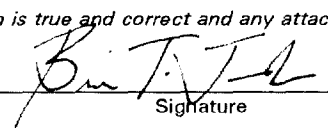


4/10/00

05-02-2000

Form PTO-1594 1-31-92		REC TI			U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office	
To the Honorable Commissioner of Patents			101343747		Original documents or copy thereof.	
<p>1. Name of conveying party(ies): <b>Rexair, Inc.</b></p> <p><input type="checkbox"/> Individuals                      <input type="checkbox"/> Association <input type="checkbox"/> General Partnership -           <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State: Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			<p>2. Name and address of receiving party(ies):</p> <p>Name: <b>Bank of America, N.A.</b></p> <p>Internal Address: _____</p> <p>Street Address: <b>101 North Tryon Street</b></p> <p>City: <b>Charlotte</b> State: <b>North Carolina</b> ZIP: <b>28255</b></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation- _____ <input checked="" type="checkbox"/> Other <b>Collateral Agent</b></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment                      <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Interest              <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <b>March 24, 2000</b></p>			<p>Trademark Registration No.(s)\</p> <p><b>Please see attached Schedule A</b></p>			
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p> <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>						
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <b>Brian Jaenicke - Legal Assistant</b></p> <p>Internal Address: <b>White &amp; Case LLP</b></p> <p>Street Address: <b>1155 Avenue of the Americas</b></p> <p>City: <b>New York</b> State: <b>NY</b> ZIP: <b>10036</b></p>			<p>6. Total number of applications and registration involved <b>32</b></p> <p>7. Total fee (37 CFR 3.41): ..... \$ <b>815.00</b></p> <p><input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account, in case of deficiency</p> <p>8. Deposit account number: _____ (23-1705 in case of deficiency)</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>			
<p>04/28/2000 DNGUYEN 00000211 2317087</p> <p>01 FC:481 40.00 DP 02 FC:482 775.00 DP</p>			<p><b>DO NOT USE THIS SPACE</b></p>			
<p>9. Statement and signature. <i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i></p> <p><b>Brian T. Jaenicke</b> Name of Person Signing</p> <p> Signature</p> <p><b>4/10/2000</b> Date</p> <p>Total number of pages comprising cover sheet: <b>1</b></p>						
<p>OMB No. 0651-0011 (exp. 4/94)</p> <p>Do not detach this portion</p> <p>Mail documents to be recorded with required cover sheet information to:</p> <p><b>Commissioner of Patents and Trademarks</b> <b>Box Assignments</b> <b>Washington, D.C. 20231</b></p> <p>Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.</p>						

**SCHEDULE OF MARKS**

<u>Marks</u>	<u>Registration No./Application</u>	<u>Date</u>
R Stylized	2,317,087	2-8-00
SPOT MATE	75/666,401	3-23-99
R Stylized	75/788,787	8-20-99
E Stylized	75/418,799	1-9-98
E SERIES	75/391,526	11-11-97
R Stylized	2,298,752	12-7-99
E and design	75/374,513	10-6-97
E SERIES and Design	75/374,507	10-6-97
STAR SUMMIT	75/374,499	10-10-97
R and Design	2,130,763	1-20-98
RAINBOW	2,124,034	12-23-97
Design only	2,133,614	2-3-98
Design only	2,127,952	1-13-98
Design only	2,136,437	2-17-98
RAINBOWMATE Stylized	1,897,430	6-6-95
Design only	2,108,080	10-28-97
Design only	2,143,799	3-17-98
Design only	2,110,206	11-4-97
Design only	1,873,695	1-17-95
Design only	1,877,341	2-7-95
RAINBOW and Design	1,914,623	8-29-95
Design only	1,872,461	1-10-95
Design only	1,873,523	1-17-95
RAINBOW MATE	1,782,060	7-13-93
RAINBOW		
PACESETTERS and	1,548,577	7-18-89
Design		
Design Only	1,476,692	2-16-88
R and Design	1,448,262	7-21-87
Design Only	1,436,270	4-14-87
Design Only	1,436,269	4-14-87
AQUAMATE Stylized	1,218,263	11-30-82
RAINBOW	993,728	9-24-74
REXAIR Stylized	610,593	8-16-55

**GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Rexair, Inc., a Delaware Corporation (the "Grantor") with principal offices at 3221 Big Beaver, Suite 200, Troy, MI 48084, hereby assigns and grants to Bank of America, N.A., as Collateral Agent, with principal offices at 101 North Tryon Street, Charlotte, North Carolina 28255 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of March 24, 2000 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.


This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

\* \* \*

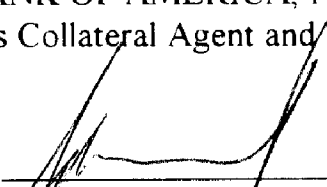
IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

24<sup>th</sup> day of March, 2000.

REXAIR, INC., Grantor

By   
Name: Peter F. Beilly  
Title: Vice President

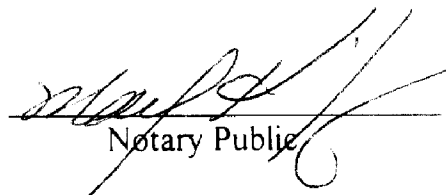
BANK OF AMERICA, N.A.,  
as Collateral Agent and Grantee

By   
Name: Steve A. Kronowitz  
Title: Managing Director

STATE OF NEW YORK     )  
  ) ss.:  
COUNTY OF NEW YORK    )

On this 24<sup>th</sup> day of March, 2000, before me personally came Peter F.

Reilly who, being by me duly sworn, did state as follows: that ~~[s]~~he is  
**Vice President** of Rexair, Inc., that ~~[s]~~he is authorized to execute the foregoing Grant on behalf  
of said Corporation and that ~~[s]~~he did so by authority of the Board of Directors of said  
Corporation.

  
Notary Public

MAY KAREN YIP  
Notary Public, State of New York  
No. 01Y16309063  
Qualified in New York County  
Commission Expires June 22, 2000

COUNTY OF NEW YORK )

On this 21<sup>st</sup> day of March, 2000, before me personally came Steve

A. Aronowitz who, being by me duly sworn, did state as follows: that ~~[s]~~he is ~~Managing Director~~ of Bank of America, N.A., that ~~[s]~~he is authorized to execute the foregoing Grant on behalf of said corporation and that ~~[s]~~he did so by authority of the Board of Directors of said corporation.

Notary Public

**MAY KAREN YIP**  
**Notary Public, State of New York**  
**No. 01Y16009063**  
**Qualified in New York County**  
**Commission Expires June 22, 2000**